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Plan Proponent ORIX CAPITAL MARKETS, LLC

UNITED STATES BANKRUPTCY COURT  
NORTHERN DISTRICT OF CALIFORNIA  
SAN JOSE DIVISION

In re  
LIGHTHOUSE LODGE, LLC,  
Debtor.

Case No. 09-52610 SLJ

Chapter 11

Hearing:

June 22, 2011  
1:30 p.m.

Honorable Stephen L. Johnson  
Courtroom 3009  
United States Bankruptcy Court  
280 South First Street  
San Jose, California

**MOTION TO CONFIRM SALE OF  
LIGHTHOUSE LODGE TO  
SUCCESSFUL BIDDER PURSUANT TO  
SALE PROCEDURES SET FORTH IN  
ORIX CAPITAL MARKETS, LLC,  
CREDITOR'S SECOND AMENDED PLAN OF LIQUIDATION**

**TO: THE HONORABLE STEPHEN L. JOHNSON,  
UNITED STATES BANKRUPTCY JUDGE**

ORIX CAPITAL MARKETS, LLC ("ORIX"), (i) a secured creditor in the above-captioned Chapter 11 case (the "Case"), wherein LIGHTHOUSE LODGE, LLC, is the debtor (the "Debtor"); and (ii) the proponent of the ORIX Capital Markets, LLC, Creditor's Second Amended

1 Plan of Liquidation in the Case confirmed, as theretofore and thereby modified, by the Order  
2 Confirming ORIX Capital Markets, LLC, Creditor's Second Amended Plan of Liquidation entered  
3 in the Case on December 28, 2010 [Docket No. 370], and thereafter modified by the Order on  
4 Emergency Stipulation for Immediate Termination of Confirmation Order Stay to Permit  
5 Liquidating Agent to Act entered in the Case on January 3, 2011 [Docket No. 373] (that plan, as so  
6 modified, the "**Creditor's Plan**"\*), hereby moves the Court, by this Motion to Confirm Sale of  
7 Lighthouse Lodge to Successful Bidder Pursuant to Sale Procedures Set Forth in ORIX Capital  
8 Markets, LLC, Creditor's Second Amended Plan of Liquidation (this "**Motion**"), for an order  
9 pursuant to Section 12 (Sale Hearing) of the Sale Procedures confirming the Sale to the Successful  
10 Bidder, that being ORIX, pursuant to the Final APA (that being the Asset Purchase Agreement  
11 dated as of May 17, 2011, between the Liquidating Agent, as seller, and ORIX, as buyer), for a  
12 Purchase Price (as defined therein) of \$10,940,000.00.

13 This Motion is made on the grounds that it is provided for and contemplated by the  
14 Creditor's Plan, the Sale Procedures, to the extent applicable, have been complied with by the  
15 Liquidating Agent, and ORIX is the Successful Bidder (actually, the only bidder) under the Sale  
16 Procedures.

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27 \* All capitalized terms used but not defined herein have the meanings given those terms, whether directly or by  
28 reference, in the Creditor's Plan.

1 This Motion is supported by the Memorandum of Points and Authorities in Support  
2 of Motion to Confirm Sale of Lighthouse Lodge to Successful Bidder Pursuant to Sale Procedures  
3 Set Forth in ORIX Capital Markets, LLC, Creditor's Second Amended Plan of Liquidation and the  
4 Declaration of Anthony C. Dimond in Support of Motion to Confirm Sale of Lighthouse Lodge to  
5 Successful Bidder Pursuant to Sale Procedures Set Forth in ORIX Capital Markets, LLC, Creditor's  
6 Second Amended Plan of Liquidation filed and served contemporaneously herewith.

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8 Dated: June 1, 2011.

JEFFER MANGELS BUTLER & MITCHELL LLP

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10 By: /s/ Nicolas De Lancie  
NICOLAS DE LANCIE

11 Attorneys for  
12 Secured Creditor and Creditor's Plan Proponent  
13 ORIX CAPITAL MARKETS, LLC  
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